Permit #F00021788

FilmL.A., Inc.
1201 W. 5th Street, Suite T-800
Los Angeles, CA 90017
t: (213)977-8600 - f: (213)977-8601
www.filmla.com

Summary Information

Permit No: F00021788 **Type of Permit:** FILMING **Release Date:** 11/06/2009

Production Company BELIEVE MEDIA INC

Insured Company Name BELIEVE MEDIA INC
Contact Phone No. 1 323-645-1000
Contact Phone No. 2
Fax 323-645-1099
Address 1040 N LAS PALMAS
LOS ANGELES, California 90028

Production Title LEXUS

Type of Production Commercial - Standard

Producer SETH LEVIN

Director AGULAR BROTHERS

1st AD PAUL NORMAN

Production Manager MATT ZAAL

FilmL.A. Coordinator Asia Robinson

Location Manager CAREY CREWS
Primary Phone Mobile - 818-800-0913
Secondary Phone

Location Assistant DAVID GOLDEN
Primary Phone Office - 310-801-9899
Secondary Phone

Fees

Posting 300	$26.00
Posting 600	$52.00
Notification Charge	$775.00
FILMLA FILM APPLICATION FEE	$625.00
LA CITY LANE AND STREET CLOSURE FEE	$312.00
LA CITY FIRE SAFETY OFFICER	$768.00
LA CITY FIRE DEPARTMENT SPOT CHECK SURCHARGE	$85.00
FILMLA MONITOR FEES	$240.00
FILMLA MONITOR FEES OVERTIME	$135.00

Total Permit Fee $3,018.00

Number of Locations 6

NOT A PERMIT

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Summary Information — Location

Permit Number F00021788
Production Company BELIEVE MEDIA INC
Insured Company BELIEVE MEDIA INC
Production Title LEXUS

Location Manager CAREY CREWS
Primary Phone Mobile - 818-800-0913
Secondary Phone

Location Address 4th ST, Mateo ST - Anderson ST, Los Angeles, CA, 90013

Location Names 4th ST BRIDGE

Location Type Bridge

Location Description

Film Dates 11/8/2009 - 11/8/2009 16:00 - 22:00

Open or Closed to the Public Open

Generic Conditions
Equipment vehicles may park on one side of street
Must comply with attached conditions
Must Maintain 5' Clearance on Sidewalks/Walkways
No Cast and Crew parking on areas streets.
Number of uniformed officers listed on the permit is a minimum requirement. Permittee remains responsible for deploying a sufficient number of uniformed officers to provide traffic and crowd control to ensure the safety of the film crew and the public.
Uniformed officers shall have a copy of the film permit in their possession and are required to confirm that all traffic control signage devices are in place.

Please see attached documents
4th btw Moline Anderson BS Curb ALT BELIEVE MEDIA.pdf
20091106102423.pdf
Arts District Guidelines Revised April 29 2009.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	2
Beebe light/Nite sun	1
Camera cars	2
Condors	1
Cube Trucks	4
Generator	1
Picture vehicles	10
Process Trailer	1
Stakebed Trucks	2
Vans	4

Personnel on Location

Type	Quantity
Cast	10
Crew	45
Extras	10
Off-Duty/Retired LAPD Officer(s)	4

Filming Activities Atmospheric Smoke Effects; Camera in car; Camera on sticks; Car-to-Car; Drive by; Drive ups & away; Driving shots; Equipment on sidewalk, in curb lane & across street; Exterior establishing shots; Intermittent pedestrian control; Intermittent traffic control - 2 minutes standard; Near hits & misses; Precision driving; Process Trailer; Wetdown;

Jurisdiction **Political:** Los Angeles City - Council District 14 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes

Parking

Base Camp
Location Type : Private Parking Lot
Street : 137 S Hill St.

Crew Parking
Location Type : Private Parking Lot
Street : 137 S Hill St.

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Summary Information — Location

Permit Number	F00021788	**Location Manager**	CAREY CREWS
Production Company	BELIEVE MEDIA INC	Primary Phone	Mobile - 818-800-0913
Insured Company	BELIEVE MEDIA INC	Secondary Phone	
Production Title	LEXUS		

Lane / Full Closure ALTERNATING N/S AND S/S CURBLANE OF 4TH ST., ANDERSON ST. WEST TO MIDDLE OF BRIDGE

Approximate Footage 1501 - 1800

Date(s) 11/8/2009 to 11/8/2009 **Time(s)** 16:00 to 22:00

NOT A PERMIT

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Summary Information — Location

Permit Number F00021788
Production Company BELIEVE MEDIA INC
Insured Company BELIEVE MEDIA INC
Production Title LEXUS

Location Manager CAREY CREWS
Primary Phone Mobile - 818-800-0913
Secondary Phone

Location Address E 1st St., S Anderson St., E 7th St., LA Riverbed (inclusive), Los Angeles, CA, 90021

Location Names

Location Type Driving grid

Location Description

Film Dates 11/8/2009 - 11/8/2009 12:00 - 02:00

Open or Closed to the Public Open

Generic Conditions
All Vehicles must be parked legally.
Equipment vehicles may park on one side of street
Must Maintain 5' Clearance on Sidewalks/Walkways
Must maintain local/emergency access
No Cast and Crew parking on areas streets.
No interference with merchant activity
No stopping and setting up in residential areas before 7am or after 10pm without prior approval
No stopping or setting up in front of merchants or residents without prior approval
Number of uniformed officers listed on the permit is a minimum requirement. Permittee remains responsible for deploying a sufficient number of uniformed officers to provide traffic and crowd control to ensure the safety of the film crew and the public.
Uniformed officers shall have a copy of the film permit in their possession and are required to confirm that all traffic control signage devices are in place.

Equipment on Location

Type	Quantity
Beebe light/Nite sun	1
Camera cars	2
Picture vehicles	10
Vans	2

Personnel on Location

Type	Quantity
Crew	12
Off-Duty/Retired LAPD Officer(s)	4

Filming Activities Camera in car; Driving shots; Exterior establishing shots; Handheld equipment; Intermittent pedestrian control; Intermittent traffic control - 2 minutes standard; Process Trailer; Running & tow shots.;

Jurisdiction **Political:** Los Angeles City - Council District 14 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes

Parking

Base Camp
Location Type : Private Parking Lot
Street :

Crew Parking
Location Type : Private Parking Lot
Street :

NOT A PERMIT

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Summary Information — Location

Permit Number F00021788
Production Company BELIEVE MEDIA INC
Insured Company BELIEVE MEDIA INC
Production Title LEXUS

Location Manager CAREY CREWS
Primary Phone Mobile - 818-800-0913
Secondary Phone

Location Address 615 S Broadway, Los Angeles, CA, 90014

Location Names LOS ANGELES THEATER

Location Type Theater

Location Description LA THEATER

Film Dates 11/9/2009 - 11/9/2009 17:00 - 03:00

Open or Closed to the Public Closed

Generic Conditions
Equipment vehicles may park on one side of street
Must comply with attached conditions
Must Maintain 5' Clearance on Sidewalks/Walkways
No Cast and Crew parking on areas streets.
No interference with vehicular or pedestrian traffic

Please see attached document Downtown LA July 2009.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	6
Cast/Crew vehicles	45
Cube Trucks	4
Generator	1
Motor Homes	2
Stakebed Trucks	2
Vans	4

Personnel on Location

Type	Quantity
Cast	5
Crew	45
Extras	10
FilmL.A. Monitor (s)	1
Spot Check	1

Filming Activities Equipment on property; Equipment on sidewalk only.; Exterior establishing shots; Interior Dialogue;

Jurisdiction **Political:** Los Angeles City - Council District 14 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes NO PARKING/POSTING IN ST. VINCENT CT. FROM 7TH STREET NORTH TO DEAD END UNLESS 100% SIGNATURES ARE OBTANINED FROM MERCHANTS ON BOTH SIDES OF ALLEY.

GENERATORS MAY BE PARKED IN PARKING LOT AT NORTH END OF ALLEY NEAR THEATER. FILMLA MONITOR REQUIRED.

Coordinator Note FILMLA MONITOR REQUIRED 11/9 1600-0300 HRS

Parking

Base Camp
Location Type : Private Parking Lot
Street : 628 S Hill St. - Paragon Parking Lot.

Crew Parking
Location Type : Private Parking Lot
Street :

Posting "No Parking" signs B/S LINDLEY PL., W 6TH ST. - SOUTH TO END

Approximate Footage 0 - 300 **Log Number** 1006589

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Summary Information — Location

Permit Number	F00021788	**Location Manager**	CAREY CREWS
Production Company	BELIEVE MEDIA INC	Primary Phone	Mobile - 818-800-0913
Insured Company	BELIEVE MEDIA INC	Secondary Phone	
Production Title	LEXUS		

Date(s) 11/9/2009 to 11/9/2009 **Time(s)** 16:00 to 22:00

NOT A PERMIT

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Summary Information — Location

Permit Number F00021788
Production Company BELIEVE MEDIA INC
Insured Company BELIEVE MEDIA INC
Production Title LEXUS

Location Manager CAREY CREWS
Primary Phone Mobile - 818-800-0913
Secondary Phone

Location Address 715 S Normandie Ave, Los Angeles, CA, 90005

Location Names APARTMENT BUILDING

Location Type Apartment Building

Location Description

Film Dates 11/9/2009 - 11/9/2009 10:00 - 16:00

Open or Closed to the Public Closed

Generic Conditions
Community Survey Obtained
Equipment vehicles may park on one side of street
Must Maintain 5' Clearance on Sidewalks/Walkways
No Cast and Crew parking on areas streets.
No interference with vehicular or pedestrian traffic

Equipment on Location

Type	Quantity
Condors	1
Cube Trucks	4
Generator	1
Stakebed Trucks	2
Vans	4

Personnel on Location

Type	Quantity
Cast	2
Crew	30
Spot Check	1

Filming Activities Drive ups & away; Equipment on sidewalk, in curb lane & across street; Exterior Dialogue; Exterior establishing shots;

Jurisdiction **Political:** Los Angeles City - Council District 10 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes

Coordinator Note SPOT CHECK APPROVED BY INSP. PARKER

Coordinator Note NO INTERFERENCE WITH/BLOCKING ENTRANCES/EXITS AT ANY TIME

Parking

Base Camp
Location Type : Private Parking Lot
Street : 628 S Hill St.

Crew Parking
Location Type : Private Parking Lot
Street :

Posting "No Parking" signs B/S S NORMANDIE AVE., IN FRONT OF LOCATION ONLY
W/S S MARIPOSA AVE., W 7TH ST. - NORTH 200'
S/S W 7TH ST., S MARIPOSA AVE. - S IROLO ST.

Approximate Footage 301 - 600 **Log Number** 1006590

Date(s) 11/9/2009 to 11/9/2009 **Time(s)** 07:00 to 22:00

NOT A PERMIT

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Summary Information — Location

Location 5 of 6

Permit Number F00021788
Production Company BELIEVE MEDIA INC
Insured Company BELIEVE MEDIA INC
Production Title LEXUS

Location Manager CAREY CREWS
Primary Phone Mobile - 818-800-0913
Secondary Phone

Location Address 1201 S Figueroa St, Los Angeles, CA, 90015

Location Names LOS ANGELES CONVENTION CENTER

Location Type Convention/Exhibition Facility

Location Description

Film Dates 11/10/2009 - 11/10/2009 12:00 - 23:00

Open or Closed to the Public Open

Generic Conditions
All vehicles must be parked on private property
Must comply with attached conditions
Must Maintain 5' Clearance on Sidewalks/Walkways
No Cast and Crew parking on areas streets.
No interference with vehicular or pedestrian traffic

Please see attached document Downtown LA July 2009.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	6
Cast/Crew vehicles	45
Condors	2
Cube Trucks	4
Generator	1
Motor Homes	2
Picture vehicles	15
Portable restrooms	2
Stakebed Trucks	2
Vans	4

Personnel on Location

Type	Quantity
Cast	10
Crew	45
Extras	10
LA City UFSO assigned	24502

Filming Activities Equipment on property; Interior and exterior dialogue; Picture cars interior SECTION E;

Jurisdiction **Political:** Los Angeles City - Council District 09 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes

Parking

Base Camp
Location Type : Location
Street :

Crew Parking
Location Type : Location
Street :

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Summary Information — Location

Location 6 of 6

Permit Number	F00021788	**Location Manager**	CAREY CREWS
Production Company	BELIEVE MEDIA INC	Primary Phone	Mobile - 818-800-0913
Insured Company	BELIEVE MEDIA INC	Secondary Phone	
Production Title	LEXUS		

Location Address 747 Warehouse St, Los Angeles, CA, 90021

Location Names

Location Type Warehouse

Location Description

Film Dates 11/10/2009 - 11/10/2009 22:00 - 03:00

Open or Closed to the Public Closed

Generic Conditions
All vehicles must be parked on private property
Must comply with attached conditions
Must Maintain 5' Clearance on Sidewalks/Walkways
No Cast and Crew parking on areas streets.
No interference with vehicular or pedestrian traffic

Please see attached document Downtown LA July 2009.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	6
Cast/Crew vehicles	45
Condors	2
Cranes	2
Cube Trucks	4
Generator	1
Motor Homes	2
Picture vehicles	10
Portable restrooms	2
Stakebed Trucks	2
Vans	4

Personnel on Location

Type	Quantity
Cast	10
Crew	45
Extras	10
Spot Check	1

Filming Activities Equipment on property; Interior and exterior dialogue; Driving on property;

Jurisdiction **Political:** Los Angeles City - Council District 14 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes

Parking

Base Camp
Location Type : Location
Street :

Crew Parking
Location Type : Location
Street :

NOT A PERMIT

SPECIAL FILIMING CONDITIONS
THE ARTS DISTRICT

The Special Film Conditions described below will be included in the terms and conditions of permits issued for filming in this area and are in addition to the standard terms and conditions applicable to filming permits generally. While these Special Filming Conditions will be included as terms if a permit for filming in this are is issued, they are not intended to, and do not, establish the criteria or standards for determining whether or not a particular permit(s) will be issued for this area. The decision whether or not a particular permit(s) will be issued is vested in the discretion of the appropriate City or County department or their designees (including FilmL.A.), to be exercised consistent with public health, safety and general welfare, and applicable land-use ordinances.

This is a mixed-use area that includes manufacturing facilities, warehouses, artists/artisans and residents. These Special Conditions apply to the area roughly between 1st Street and 7th Street and between Alameda Avenue and the LA River. Within the past ten years, this area has experienced an influx of permanent residents into what was predominantly a light to heavy manufacturing zone for over 75 years.

The motion picture industry has amicably co-existed with the businesses and residents of this area for decades and desires to continue to do so. These Conditions are designed to promote cooperation between film companies, local businesses and residents so that each group can effectively utilize this diverse area. Violation of any of the conditions as outlined below may result in permit revocation or other administrative action.

- Affected residents/merchants and businesses must be notified at least two days in advance of the first day of filming or the first day of any substantial set preparation for productions that:
  - Request parking restrictions on the following public streets: Traction Avenue, East 2nd Street (except Alameda Street to Garey Street), East 3rd Street, Vignes Street, Molino Street (Palmetto Street to 4th Street only)
  - Request a street closure
  - Involve any special effects, gunfire, audible playback, helicopter activity, or other disruptive activities
  - FilmL.A. or the production company shall consult a designated community representative when an applicant requests a permit with less than two days notice under the above circumstances
- Posting on more than one side of Traction Avenue, East 2nd Street (except Alameda to Garey), East 3rd Street (except Vignes to Santa Fe), Vignes Street, Molino from 4th Street to Palmetto, Hewitt from Palmetto to 4th Street, 4t Street from Colyton to Molino requires a notification to a designated person in the building where alternate parking is not provided. Posting on both sides of the above streets is allowed without signatures on Sundays.
- When "No Parking" signs are posted on both sides of Hewitt between 4th Street and Traction Avenue, Art Share (213-687-4278) and Bedlam (213-909-1512) must be notified.
- Posting for equipment and/or picture, other than the streets listed above, will be reviewed on a street by street basis and may not exceed 450 linear feet. Additional posting may be granted if there is a majority of support from affected residents/businesses/merchants, and indicated on the permit. After filming is completed, companies are requested, as a courtesy (only LADOT is to touch the posting signs), to turn all "No Parking" signs around so that they face the opposite direction.

NOT A PERMIT

- Companies must provide adequate detour and directional signage when street closures are in place, conforming as much as possible to current LADOT standards and practices. Detour routes must accommodate large, semi and tractor trailer trucks.

- The Arts District is home to many art gallery openings and live, local theater. When the following locations are directly impacted, notification is required if in conflict with a scheduled event at the Downtown Playhouse (929 E. 2nd Street 213-626-6909) and Art Share LA (801 E. 4th Place 213-687-4278).

- Productions filming near residential buildings after midnight or before 6:00am are required to notify designated representatives of the proposed activity. Contact information for building representatives will be made available on request from the community filming liaison (Jonathan Jerald 213-814-7164).

- Crew with walkie-talkies must wear headsets when filming after 12:00 am and before 6:00 am.

- Changeable Message Signs (CMS) will be required on the day(s) of filming activity that requires a full closure on the 1st, 4th and 6th Street Bridges. CalTrans/LADOT approved notification signs are sufficient and must be in place in advance of filming activity and must include the dates and times of closures.

- Cast/Crew are not permitted to park on the area streets. Off-street parking must be provided for personal vehicles.

- Generators are to be placed as far away from residential buildings as possible. Placement will be considered on a case-by-case basis.

- Production companies are required to completely remove all trash, food, cardboard boxes, etc. from the general vicinity at the end of each filming day. Production companies will be held responsible for the actions of the catering companies they employ to provide food for the cast and crew.

- Food should not be given directly to the homeless persons in the area. Production companies wishing to help the homeless should do so though one of the service providers in the downtown area.

- FilmL.A will monitor frequency and look for ways to mitigate the impacts of filming prior to placing a location off limits.

- Unless a signature survey is completed, the west side of Mateo Street between 4th Place and Palmetto Street must be kept clear of equipment, vehicles, condors and lights. This area, however, may be used for camera placement between the hours of 7:00 am and 10:00 pm only.

- When filming take place after 10:00 pm or before 7:00 am, generators are to be placed as far as possible away from residential buildings and lights are to be screened to avoid disturbing nearby residents.

- The Molino Loft buildings (500 and 530 Molino Street) and Marc Free should be notified (310-874-2652) for filming activity or parking restrictions along 4th Place between Molino and Mateo [the curve].

NOT A PERMIT

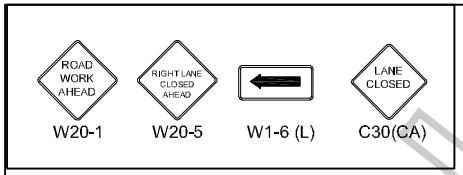
- Due to the mixed use nature of the neighborhood, productions wishing to utilize space along the west side of Santa Fe Ave. between 2nd and 3rd Streets and the north side of 3rd Street from Santa Fe Avenue to west 100 feet must obtain a signature from Valerie Mitchell or designated representative (213-687-3987).

- Frequent filming in the area of Vignes and 2nd Streets along with the high demand for parking in the area requires that posted "No Parking" on Vignes Street between 1st Street and 2nd Street shall be limited to no more than 200 feet, unless alternate parking or notification are provided to a designated representative from the building.

- The area near 3rd and Traction Avenue is home to many small businesses that have greatly helped to develop the area. In order to be sensitive to these businesses it is necessary for production companies to obtain signatures from the following businesses when there are filming activities or parking on the 700 block of 3rd Street between Traction Avenue and Hewitt Street: Zip Fusion- Jason Ha (744 E. 3rd Street, 213-680-3770); Lakich Studio-Lily Lakich (704 Traction Avenue, 213-620-8641); Ay Carrumba (714 Traction Avenue, 213-620-0274); Wurstkuche Sausage Grill- Joseph Petruzulli (800 E 3rd St, 213-667-4444); Blue Dahlia (738 E 3rd St, 213 613-0621)

- Outdoor food preparation using charcoal or gas grills must be at least 100 feet away from any residential building.

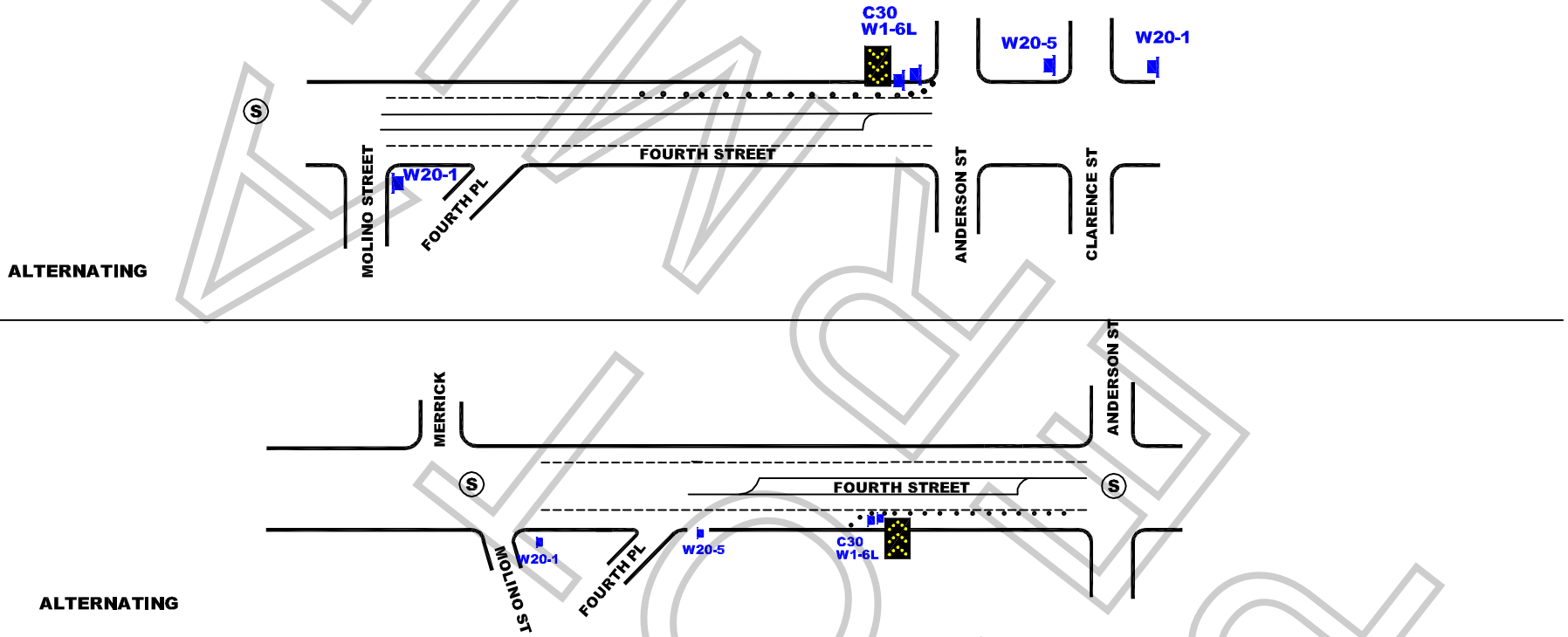
NO PERMIT



BELIEVE MEDIA
"LEXUS"

FILM L.A.:
ASIA ROBINSON

ALL TRAFFIC CONTROL WILL BE INSTALLED AND CONFORM TO THE MUTCD AND WATCH MINIMUM REQUIREMENTS



WORK ZONE TRAFFIC CONTROL PLAN GENERAL NOTES

1. **DATE/TIME: 11-8-09 FROM 16:00 HOURS TO 22:00 HOURS.**
2. ALL SIGNING, STRIPING, AND TRAFFIC CONTROL DEVICES SHALL CONFORM TO THE (CURRENT) STATE OF CALIFORNIA DEPARTMENT OF TRANSPORTATION (CALTRANS) STANDARD PLANS AND STANDARD SPECIFICATIONS, CALIFORNIA MUTCD, AND ANY ADDENDUMS THERETO, AND AS SHOWN ON THESE PLANS, SYMBOLS AND ABBREVIATIONS USED ARE SHOWN ON CALTRANS STANDARD PLANS A10A&B, A20A-D, AND A24A-E.
3. THERE WILL BE NO INTERFERENCE WITH TRAFFIC SIGNALS OR CROSSWALKS.
4. CONES WILL BE 28" MINIMUM HEIGHT AND HAVE REFLECTORIZED SLEEVES FOR NIGHT WORK.
5. POLICE WILL DIRECT TRAFFIC IF NECESSARY.

JCL BARRICADE COMPANY,
2334 E. EIGHTH ST., CA 90021
Ph: (213) 622-9775 * Fax: (213) 622-9790
CA Lic # 805357
TRAFFIC PLAN DRAWN BY:
ISMAEL RODRIGUEZ
Traffic control plan is drawn per MUTCD & 2006 Work Area Traffic Control Handbook

TRAFFIC CONTROL FOR:
BELIEVE MEDIA
"LEXUS"

PROJECT LOCATION:
4TH STREET
ANDERSON WEST TO MIDDLE OF THE BRIDGE
CITY OF LOS ANGELES, CA

LOCATION CONTACT:
TIM BALLOU
OFFICE # 213.763.9000

REV#	DATE	REVISION DESCRIPTION

Permit #E00021788

EXHIBIT

Permit #F00021788

APPOINTMENT OF FILM THIS PRODUCTION SERVICES, INC. AS AUTHORIZED AGENT AND REPRESENTATIVE

I certify that I am a representative of Believe Media ("Principal") and am
Name of "Principal" / Production Company

authorized to enter into binding contractual agreements on Principal's behalf. I further certify that I am authorized by principal to appoint other representatives and agents for Principal and to give such representatives and agents authority to enter into and bind Principal to agreements relating to the issuance and compliance with location film (e.g. theatrical, television, commercial, and other motion picture filming) and still photographic permits, including the permits themselves and any riders to such permits. Acting on the behalf of Principal in my capacity as it's authorized representative, I appoint Film This Production Services, Inc. (a.k.a. Film This) and it's employees and agents ("Film This") as Principal's authorized representatives and agents to apply for and receive location film (e.g. theatrical, television, commercial, and other motion picture filming) and still photographic permits on behalf of Principal through the *FILM L.A., INC.* for any city , county or other jurisdiction where *FILM L.A., INC.* operates: to negotiate, discuss, accept, modify, agree to bind the Principal to the terms and conditions of such permits (including any restrictions and/or community guidelines applicable to any such permit) and to execute such permits on behalf of Principal. Principal understands, acknowledges and agrees that it (and/or it's insurer) remains responsible for liable and all obligations imposed by or incidental to any permit or rider issued to Principal signed by an employee or agent of (including any coordinator, runner or messenger used by) Film This. Principal further agrees to comply with the terms and conditions of any such permits and hereby appoints Film This as an authorized representative to facilitate compliance with such terms and conditions following issuance of such permits and to enter into agreements for Principal with respect thereto. Any person, City, agency, entity or organization (including *FILM L.A., INC.* and any city, county or other jurisdiction where *FILM L.A., INC.* operates) may rely on this appointment and not need obtain any further authorization for any act described herein. An original or faxed copy of this appointment shall be sufficient and may be treated as an original for all purposes. The appointment may be revoked by Principal at anytime in writing delivered to *FILM L.A., INC.*, but in any case shall expire one (1) year from the date of execution set forth below.

I declare under penalty of perjury under the laws of the State of California that I am authorized to appoint Film This as an agent for Principal and based on that authority I hereby appoint Film This as Principal's agent as set forth herein.

Dated 4/7/09

By Mike O'Connor
Representative's Signature

SIGN HERE

BELIEVE MEDIA
Name of "Principal" (Production Company)

1040 N. Las Palmas Ave, Bldg 10
Principal's Address

MICHAEL O'CONNOR
Print Princpal Representative's Name

L.A., CA 90038
City, State, Zip Code

Production Supervisor
Representative's Title (i.e. UPM, Loc Mgr)

(323) 645-1000
Principal's Telephone Number

FILM THIS PERMIT

SPECIAL FILMING CONDITIONS
RESIDENTIAL/COMMERCIAL AREAS OF
DOWNTOWN METROPOLITAN LOS ANGELES

The Special Filming Conditions described below will be included in the terms and conditions of permits issued for filming in this area and are in addition to the standard terms and conditions applicable to filming permits generally. While these Special Filming Conditions will be included as terms if a permit for filming in this area is issued, they are not intended to, and do not, establish the criteria or standards for determining whether or not a particular permit (or permits) will be issued for this area. The decision whether or not a particular permit (or permits) will be issued is vested in the discretion of the appropriate City or County department or their designees (including FilmL.A., Inc.), to be exercised consistent with public health, safety and general welfare, and applicable land-use ordinances.

The Downtown Los Angeles Central Business District is occupied by commercial/industrial businesses, as well as residential properties. There are also many popular hotels in the downtown area frequented by visitors taking advantage of our city's cultural, historical and recreational venues.

In order to better balance the concerns of business/commerce and provide for the residential aspects of this area of Los Angeles, FilmL.A. has developed the following Special Filming Conditions. Your cooperation in adhering to the Conditions will ensure the industry's continued access to these vitally important filming sites.

NOTE: THE FOLLOWING SPECIAL FILMING CONDITIONS DO NOT APPLY TO THOSE AREAS ZONED AS "LIGHT MANUFACTURING/PARKING" OR "HEAVY MANUFACTURING".

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